

RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION

January 29, 2009

PUBLIC SESSION

A meeting of the Board of Directors of the Rhode Island Industrial Facilities Corporation ("RIIFC") was held in public session at the offices of the Rhode Island Economic Development Corporation, 315 Iron Horse Way, Suite 101, Providence, Rhode Island on Thursday, January 29, 2009 beginning at approximately 9:00 a.m. pursuant to a Notice and Agenda duly posted and sent to all members.

Members present and attending the meeting were: Mr. David Piacitelli, Mr. Ronald Renaud, Mr. William Parsons, Mr. Michael Kehew and Mr. John Ward. Also present and attending were Earl F. Queenan, Jr., Treasurer of RIIFC, Mr. Anthony Scolavino, Secretary of RIIFC, Ms. Alicia Pomfret, Assistant Secretary of RIIFC, Ms. Claudine Tikoian, Loan Portfolio Manager of RIIFC and Antonio Afonso, Jr, Esquire, Counsel to RIIFC. Mr. David Piacitelli, Vice Chairman called the meeting to order. Mr. Michael Kehew and Mr. John Ward arrived immediately following consideration of the first item relating to internally prepared financial statements.

INTERNALLY PREPARED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED DECEMBER 31, 2008

Mr. Renaud made a motion, given the late arrival of two Board members, that the Agenda be addressed out of order by first considering item numbered 4, Internally Prepared Financial Statements for the Six Months Ended December 31, 2008. Mr. Parsons seconded Mr. Renaud's motion and there being no discussion, it was voted to consider the Agenda out of order by placing item numbered 4 first on the list as follows:

Mr. Piacitelli – yes, Mr. Renaud – yes and Mr. Parsons – yes. Following consideration of Financial Statements, Mr. Ward and Mr. Kehew arrived at the meeting. Mr. Queenan reviewed the Financial Statements in detail, following which Mr. Renaud made a motion, which motion was seconded by Mr. Parsons to accept the Financial Statements in the form presented. There being no discussion following the motion and second, the motion to accept the Financial Statements was adopted as follows: Mr. Piacitelli – yes, Mr. Renaud – yes and Mr. Parsons – yes.

CONSIDERATION OF A RESOLUTION RELATED TO CERTAIN
ENVIRONMENTAL EASEMENTS, ACCESS AGREEMENTS AND OTHER
INSTRUMENTS RELATED TO RIIFC'S 1994 SERIES BONDS FOR THE BENEFIT
OF NFA CORP.

The next item under consideration was a form of Resolution furnished to the Board members in their Board packages related to the granting of authority to RIIFC to enter into certain agreements with respect to the NFA Corp. project in Cumberland, Rhode Island. Present and presenting background information related to the Resolution were Mr. Afonso, Counsel to the RIIFC Board and also from the Moses & Afonso, Ltd. law firm, Mr. Daniel C. Waugh who has been actively engaged in negotiations with the parties.

A discussion ensued concerning the travel of the matter from 1994 to present. At the time of the issuance of the 1994 RIIFC bonds, certain documents including, but not limited to, a Covenant Not to Sue and Settlement Agreement were executed among the parties to allow for the continued use of the NFA Corp. property subject to certain environmental controls and restrictions imposed by state and federal authorities. The Resolution and documents presented in connection therewith represent the culmination of

negotiations among the parties with respect to the various environmental easements and subordination agreements required relative to the property and encumbrances on the property. A discussion ensued among the Board members inquiring with respect to whether or not the property owner, NFA Corp., was in accord with the proposal for RIIFC to execute the agreements. NFA Corp. has indicated its assent to the agreements and has signed the agreements. Bank of America, the Letter of Credit provider with respect to the 1994 Bonds, has likewise acquiesced to the execution by RIIFC and NFA Corp. of the environmental documents. Following a motion made by Mr. Parsons and seconded by Mr. Kehew to adopt the Resolution in the form presented to the Board authorizing the execution of the environmental and related documents relative to the NFA Corp.'s property, the Resolution, in the form attached hereto and made a part hereof as Exhibit A was unanimously adopted as follows: Mr. Parsons – yes, Mr. Kehew – yes, Mr. Ward – yes, Mr. Renaud – yes and Mr. Piacitelli – yes.

ELECTION OF OFFICERS OF RIIFC

The Board next undertook consideration of the election of officers of RIIFC. The floor was opened to nominations initially for Chairman of the Board. Mr. Renaud made a motion to nominate and elect Mr. Piacitelli as Chairman of the Board, which motion was seconded by Mr. Parsons. There being no other nominations made, the motion following the foregoing second was unanimously adopted as follows: Mr. Parsons – yes, Mr. Kehew – yes, Mr. Ward – yes, Mr. Renaud – yes and Mr. Piacitelli – yes.

The floor was next opened to nominations for Vice-Chairman of the Board. Mr. Renaud made a motion to nominate and elect John Ward as Vice-Chairman of the Board of Directors, which motion was seconded by Mr. Parsons. There being no discussion

following the aforesaid motion and second, the motion was unanimously adopted as follows: Mr. Parsons – yes, Mr. Kehew – yes, Mr. Ward – yes, Mr. Renaud – yes and Mr. Piacitelli – yes. Nominations for Treasurer of RIIFC were entertained next. Mr. Parsons made a motion to nominate Earl F. Queenan, Jr. as Treasurer of RIIFC, which motion was seconded by Mr. Renaud following which, in the absence of any discussion, the Board unanimously adopted said motion as follows: Mr. Parsons – yes, Mr. Kehew – yes, Mr. Ward – yes, Mr. Renaud – yes and Mr. Piacitelli – yes.

Nominations were finally entertained for the office of Secretary and Assistant Secretary. Mr. Parsons nominated Anthony J. Scolavino as Secretary and Alicia Pomfret as Assistant Secretary of RIIFC, which motion was seconded by Mr. Renaud and there being no further discussion, the motion was unanimously adopted as follows: Mr. Parsons – yes, Mr. Kehew – yes, Mr. Ward – yes, Mr. Renaud – yes and Mr. Piacitelli – yes.

AUTHORIZATION OF SIGNATORIES FOR DEPOSIT AND CHECKING
ACCOUNTS AT BANK OF AMERICA, N.A.

A form of Resolution was presented to the Board of Directors related to establishing authorized signatories for a check signatures and withdrawal signature authority with respect to checking accounts and deposit accounts of RIIFC held at Bank of America, N.A. Mr. Piacitelli verified the manner in which the signatories would be employed and inquired whether the signatories were a change from prior practice. Mr. Queenan responded that the primary change consisted solely of offering the Vice-Chairman as an authorized signatory in addition to the Chairman in order to afford optimal flexibility in obtaining checks for bill-paying purposes as and when required. There being no further discussion thereafter, Mr. Parsons made a motion to accept the

form of Resolution attached hereto and made a part hereof as Exhibit B relating to Bank of America, N.A. signatory authorities, which motion was duly seconded by Mr. Renaud and was unanimously adopted as follows: Mr. Parsons – yes, Mr. Kehew – yes, Mr. Ward – yes, Mr. Renaud – yes and Mr. Piacitelli – yes.

NEW MEMBER LISTING

Ms. Pomfret noted that included with the Board package was an informational listing of contact information for Board members for their use.

ADJOURNMENT

There being no other business to come before the Board, Mr. Parsons made a motion to adjourn, which motion was seconded by Mr. Kehew and was unanimously adopted as follows: Mr. Ward – yes, Mr. Parsons – yes, Mr. Kehew – yes, Mr. Piacitelli – yes and Mr. Renaud – yes.

EXHIBIT A

RESOLUTION RELATING TO ENVIRONMENTAL REMEDIATION OF PREMISES OWNED BY THE RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION AND LEASED BY IT TO NFA CORP.

WHEREAS, the Rhode Island Industrial Facilities Corporation (the “Issuer”), a public body corporate and agency of the State of Rhode Island (the “State”) pursuant to the provisions of Chapter 37.1 of Title 45 of the General Laws of Rhode Island, 1956, as restated and amended (the “Act”) issued its \$5,000,000 Industrial Development Revenue Bonds (NFA Corp. Project – 1994 Series) (the “Bonds”) under a Trust Indenture dated as of August 1, 1994 (the “Indenture”) to finance the acquisition, rehabilitation, renovation, and equipping of an approximately 276,000 square foot facility for use in textile and other manufacturing (the “Facility”) and the land associated therewith located on Martin Street in the Town of Cumberland (the “Premises”), which were leased to NFA Corp., a Massachusetts corporation (the “Obligor”), pursuant to a Real Estate Lease Agreement between the Issuer and the Obligor dated as of August 1, 1994 (the “Lease”); and

WHEREAS, as of June 17, 1994, the Premises were underlain by contaminated groundwater, the past, present, or future migration of which from the Premises constituted an actual or threatened “release” as that term is defined in Section 10(22) of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980; and

WHEREAS, in connection with the acquisition of the Premises, the Obligor and the Issuer (together, the “Settling Parties”) entered into an Agreement and Covenant Not to Sue (the “Covenant Not to Sue”) with the Environmental Protection Agency (the “EPA”), wherein the Settling Parties granted to the EPA certain access and institutional control rights with respect to the Premises; and

WHEREAS, the EPA and its agents have requested the Settling Parties to recognize the rights granted under the Covenant Not to Sue by entering into an Access Agreement and a Declaration of Covenants and Environmental Protection/Conservation Easement (the “Environmental Rights Instruments”) and have indicated that further such agreements may be requested from time to time to better effect access to the Premises by the EPA, the State Department of Environmental Management and the agents and contractors of either of them for purposes of monitoring or responding to contamination on the Premises; and

WHEREAS, the Trustee under the Indenture makes payments of principal and interest on the Bonds by drawing on a letter of credit provided by Bank of America, N.A. (the “Bank”); and

WHEREAS, the Lease authorizes the Issuer to grant, at the written request of the Obligor and with the written approval of the Bank, encumbrances, permits, and licenses on the Premises; and

WHEREAS, the Obligor has requested the Issuer to make the grants provided in the Environmental Rights Instruments (see Exhibit A) and the Bank has consented thereto (see Exhibit B).

NOW, THEREFORE, BE IT RESOLVED BY THE RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION AS FOLLOWS:

SECTION 1. The execution and delivery of the Access Agreement and the Declaration of Covenants and Environmental Protection/Conservation Easement are hereby authorized. Such Environmental Rights Instruments shall be in substantially the form presented at this meeting. The Executive Director or the Treasurer are each, acting singly, hereby authorized and empowered to execute, acknowledge, and deliver the Environmental Rights Instruments with such changes, insertions, and omissions as may be approved by the Executive Director or Treasurer in his sole discretion; and the Secretary or the Assistant Secretary are each, acting singly, authorized and empowered to affix the seal of the Issuer on the Environmental Rights Instruments or either of them and to attest the same, if such affixing or attestation be necessary. The execution of an Environmental Rights Instrument by the Executive Director or Treasurer shall be conclusive evidence of such approval.

SECTION 2. The execution and delivery from time to time of additional access agreements requested by the EPA, the State Department of Environmental Management, or the agents or contractors of either of them are likewise authorized provided that such execution and delivery is requested in writing by the Obligor and consented to in writing by the Bank and provided further that such grants are consistent with the obligations of the Issuer under the Indenture and the Lease. The Executive Director or the Treasurer are each, acting singly, hereby authorized and empowered to execute, acknowledge, and deliver any such additional access agreements.

SECTION 3. This Resolution shall take effect immediately and shall amend and supplement any previous resolution adopted by the Issuer in connection with the Premises. Any terms not defined in this Resolution but defined in the preamble hereto shall have the meaning ascribed thereto by the preamble.

EXHIBIT B

RESOLUTION OF THE BOARD OF DIRECTIONS
OF THE
RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION

RESOLVED: That with respect to deposit and checking accounts at Bank of America, N.A. of the Rhode Island Industrial Facilities Corporation (the "Corporation"), any of Michael Saul or the Treasurer of the Corporation or the Chairman of the Corporation or Vice-Chairman of the Corporation, acting singly, be and each hereby is designated an authorized signatory on all checking and depository accounts of the Corporation at Bank of America for checks and withdrawals in the amount of \$4,999.00 or less.

FURTHER

RESOLVED: That with respect to deposit and checking accounts of the Corporation at Bank of America, N. A. and checks and withdrawals in an amount in excess of \$4,999.00, the Treasurer of the Corporation or Michael Saul, acting singly, together in each case with at least one of the following: the Chairman of the Corporation or the Vice-Chairman, be and each hereby is, acting together with at least two signatures required as aforesaid, authorized and empowered to execute such bank depository documents, instruments and papers, including but not limited to checks, withdrawal tickets and depository items such as resolutions and signature cards as they deem necessary or desirable to effectuate the addition of the aforesaid authorized signatories as referenced above with respect to the Corporation's checking and deposit accounts at Bank of America, N.A.

SECRETARY'S CERTIFICATE

I, Anthony Scolavino, Secretary of the Rhode Island Industrial Facilities Corporation, hereby certify that attached hereto is a true and accurate copy of Minutes of the Meeting of the Board of Directors of the Rhode Island Industrial Facilities Corporation held on January 29, 2009. These Minutes were approved by the Board of Directors at the meeting held on July 23, 2009.

Anthony Scolavino, Secretary

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